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September 5, 2002

Mr. Vernon A. Williams

Surface Transportation Board Washington, D.C. 20423

Dear Mr. Williams:

Secretary

OF COUNSEL URBAN A. LESTER

04-46

SEP 5 .05

3-13PM

SURFACE TRANSPORTATION BOARD

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment of Schedule to Equipment Lease Agreement, dated as of August 30, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease Agreement (Schedule No. 17) previously filed with the Board under Recordation Number 23204-BBBB.

The names and addresses of the parties to the enclosed document are:

Assignor:

Allfirst Bank

25 South Charles Street Baltimore, MD 21201

Assignee:

LaSalle National

Leasing Corporation 1 West Pennsylvania Avenue

Suite 1000

Towson, MD 21204

Mr. Vernon A. Williams September 5, 2002 Page Two

A description of the railroad equipment covered by the enclosed document is:

2 locomotives NS 5542 and 5543

A short summary of the document to appear in the index follows:

Memorandum of Assignment Schedule to Equipment Lease Agreement

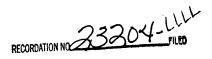
Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

Robert W. Alvord

RWA/anr Enclosures



3-13 PM

MEMORANDUM OF ASSIGNMENT OF SCHEDUL **EP** 5 '02 TO EQUIPMENT LEASE AGREEMENT

(Surface Transportation Board)

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF ASSIGNMENT OF SCHEDULE TO EQUIPMENT LEASE AGREEMENT (this "Memorandum") dated as of August 30, 2002 is between ALLFIRST BANK, a Maryland state chartered commercial bank ("Allfirst") and LASALLE NATIONAL LEASING CORPORATION ("LaSalle").

The parties to this Memorandum hereby acknowledge and confirm the following:

- A. Allfirst, as successor lessor, has leased the locomotives identified on <u>Schedule 1</u> attached hereto (the "Locomotives") under that certain Equipment Lease Agreement dated as of October 25, 2000 (as amended, modified, extended, supplemented, restated and/or replaced from time to time, the "Lease") to Norfolk Southern Railway Company.
- B. The Lease was recorded with the Surface Transportation Board on October 27, 2000 under recordation No. 23204.
- C. Allfirst, as seller, and LaSalle, as buyer, are parties to that certain Master Assignment Agreement, dated September 28, 2001, pursuant to which Allfirst has sold to LaSalle the Locomotives and assigned to LaSalle certain rights and obligations of "Lessor" under the Lease.
- D. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

[The remainder of this page has been intentionally left blank]

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

ALLFIRST BANK

Paul L. Gettings

Vice President

STATE OF MARYLAND)

) ss:

CITY OF BALTIMORE)

The foregoing Memorandum of Assignment of Schedule to Equipment Lease Agreement was acknowledged before me, the undersigned Notary Public, in the City of Baltimore this day of August, 2002 by Paul L. Gettings, as a Vice president of ALLFIRST BANK, a Maryland state chartered commercial bank.

DOROTHY J. HAMPTON NOTARY PUBLIC ANNE ARUNDEL CO., MD My Commission Expires 11/15/2005 IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

	By: Name: GROUP SENIOR VICE PRESIDENT
state of Maryland) ss: county of Bathmere)	
The foregoing Memorandum of Assignation acknowledged before me, the undersigned Note to the day of August, 2002 by National Leasing Corporation.	nment of Schedule to Equipment Lease Agreement was otary Public, in the County of Rathmore this was M. Jashk, as loop SR. V. P. of LASALLE
My commission expires:	Notary Public
[Notarial Seal] REGINA M. MCMANU NOTARY PUBLIC BALTIMORE COUNTY	S

ANNEX A

Assets

MANUFACTURER	MODEL	ТҮРЕ	PRE- REFURBISHMENT ROAD NO.	SERIAL NO.	POST-REFURBISHMENT ROAD NO.
General Motors	GP38-2	2000 H.P., 4 axle, Locomotive	NS 2738	5744-11	NS 5542
General Motors	GP38-2	2000 H.P., 4 axle, Locomotive	NS 4146	5775-22	NS 5543